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WALNUT CAPITAL LIMITED

胡桃資本有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 1 JUNE 2023

The Board is pleased to announce that at the AGM held on Thursday, 1 June 2023, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of Walnut Capital Limited (the “**Company**”) and its subsidiaries and the notice (the “**Notice**”) of the annual general meeting dated 26 April 2023. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on Thursday, 1 June 2023, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

The poll results in respect of the resolutions proposed at the AGM were as follows:

| ORDINARY RESOLUTIONS | | Number of votes (Approximate %) | |
|----------------------|--|------------------------------------|-----------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditor of the Company for the year ended 31 December 2022. | 558,188,994 (100%) | 0 (0%) |
| 2. | (a) To re-elect Mr. Mung Kin Keung as an executive Director. | 558,188,994 (100%) | 0 (0%) |
| | (b) To re-elect Dr. Ng Kit Chong as a non-executive Director. | 558,188,994 (100%) | 0 (0%) |
| | (c) To re-elect Ms. Lui Sau Lin as an independent non-executive Director. | 558,188,994 (100%) | 0 (0%) |
| | (d) To re-elect Mr. Chung Wang Hei as an independent non-executive Director. | 558,188,994 (100%) | 0 (0%) |
| | (e) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration. | 558,188,994 (100%) | 0 (0%) |
| 3. | To appoint Elite Partners CPA Limited as the auditor of the Company and authorise the Board to fix its remuneration. | 558,188,994 (100%) | 0 (0%) |
| 4. | To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution numbered 4 of the Notice. | 558,188,994 (100%) | 0 (0%) |
| 5. | To give a general mandate to the Directors to repurchase shares of the Company pursuant to ordinary resolution numbered 5 of the Notice. | 558,188,994 (100%) | 0 (0%) |
| 6. | To extend the general mandate granted to the Directors to issue new shares of the Company pursuant to ordinary resolution numbered 6 of the Notice. | 558,188,994 (100%) | 0 (0%) |

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1 to 6, the resolutions numbered 1 to 6 were duly passed as ordinary resolutions by way of poll at the AGM.

As at the date of the AGM, the total number of issued Shares was 700,333,925 Shares, which was the total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The AGM was chaired by Mr. Mung Bun Man, Alan, an executive Director. The independent non-executive Directors, Mr. Fung Wai Ching and Ms. Lui Sau Lin attended the AGM in person. The executive Director, Mr. Mung Kin Keung; the non-executive Director, Dr. Ng Kit Chong; and the independent non-executive Director, Mr. Chung Wang Hei attended the AGM by telephone.

By order of the Board
Walnut Capital Limited
Mung Kin Keung
Co-chairman

Hong Kong, 1 June 2023

As at the date of this announcement, the board of the Company comprises of two executive Directors, namely, Mr. MUNG Kin Keung (Co-chairman) and Mr. MUNG Bun Man, Alan; one non-executive Director, namely Dr. NG Kit Chong (Co-chairman); and three independent non-executive directors, namely, Mr. FUNG Wai Ching, Ms. LUI Sau Lin and Mr. CHUNG Wang Hei.